

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ming Kei Energy Holdings Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



## **Ming Kei Energy Holdings Limited**

**明基能源控股有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8239)**

- (1) PROPOSED GRANT OF GENERAL MANDATES  
TO ALLOT AND ISSUE NEW SHARES AND  
REPURCHASE BY THE COMPANY OF ITS OWN SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED CHANGE OF AUDITORS; AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Room 3308-3309, The Center, 99 Queen's Road Central, Central, Hong Kong on Monday, 29 June 2009 at 11:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

*This circular will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for seven days from the date of its publication and on the website of the Company at <http://www.mingkeienergy.com>.*

## CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

# CONTENTS

	<i>Page</i>
<b>Characteristics of GEM</b> .....	i
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	3
General Mandate and Repurchase Mandate .....	4
Re-election of Directors .....	5
Change of Auditors .....	6
AGM .....	6
Responsibility statement .....	7
Recommendation .....	7
General .....	7
<b>Appendix I – Explanatory statement</b> .....	8
<b>Appendix II – Particulars of Directors for re-election</b> .....	12
<b>Notice of AGM</b> .....	16

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be convened and held on Monday, 29 June 2009 at 11:00 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the proposed re-election of Directors and the proposed Change of Auditors
“Article(s)”	the articles of associations of the Company
“associate(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Board”	the board of Directors from time to time
“Change of Auditors”	the change of auditors of the Group involving the proposed appointment of BDO Limited as new auditors of the Group to fill the vacancy following the retirement of Shu Lun Pan Horwath Hong Kong CPA Limited (which was renamed to Shu Lun Pan Hong Kong CPA Limited) and subject to the Shareholders’ approval at the AGM
“Company”	Ming Kei Energy Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Directors”	the directors of the Company from time to time
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders
“Group”	the Company and all of its subsidiaries from time to time

## DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	26 May 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



## Ming Kei Energy Holdings Limited

明基能源控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8239)

*Executive Directors:*

Mr. Wong Wai Sing (*Chairman*)  
Mr. Tsang Ho Ka, Eugene (*Chief Executive Officer*)  
Ms. Yick Mi Ching, Dawnibilly  
Mr. Luk Yue Kan

*Independent non-executive Directors:*

Mr. Sung Wai Tak, Herman  
Mr. Chung Ho Tung  
Mr. Fung Ho Yin

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KYI-1111  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*

Room 3308-09  
The Center  
99 Queen's Road Central  
Central  
Hong Kong

29 May 2009

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES  
TO ALLOT AND ISSUE NEW SHARES AND  
REPURCHASE BY THE COMPANY OF ITS OWN SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED CHANGE OF AUDITORS; AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of Directors; and (iii) the Change of Auditors.

\* For identification purpose only

## LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate and the Repurchase Mandate, the re-election of Directors, the Change of Auditors and the notice of the AGM.

### **GENERAL MANDATE AND REPURCHASE MANDATE**

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

#### **General Mandate**

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 2,640,000,000 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 528,000,000 Shares.

#### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 264,000,000 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the

## LETTER FROM THE BOARD

extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

According to Article 86(3), any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following general meeting of the Company (in case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the existing Board) and shall then be eligible for re-election.

According to Articles 87(1) and 87(2), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specified term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

In accordance with Article 86(3), Mr. Wong Wai Sing, Mr. Tsang Ho Ka Eugene and Mr. Luk Yue Kan shall retire from office by rotation at the AGM; whereas in accordance with Articles 87(1) and 87(2), Mr. Sung Wai Tak Herman and Mr. Fung Ho Yin shall retire from office by rotation at the AGM. Being eligible, each of Mr. Wong Wai Sing, Mr. Tsang Ho Ka Eugene, Mr. Luk Yue Kan, Mr. Sung Wai Tak Herman and Mr. Fung Ho Yin will offer himself for re-election as an executive/independent non-executive Director (as the case may be).

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Wong Wai Sing, Mr. Tsang Ho Ka Eugene, Mr. Luk Yue Kan, Mr. Sung Wai Tak Herman and Mr. Fung Ho Yin as an executive/independent non-executive Director (as the case may be).

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.



## LETTER FROM THE BOARD

### CHANGE OF AUDITORS

Reference is made to the announcement of the Company dated 7 May 2009 in relation to the proposed Change of Auditors.

Shu Lun Pan Horwath Hong Kong CPA Limited, the Company's auditors for the financial year ended 31 March 2009, changed their name to Shu Lun Pan Hong Kong CPA Limited on 1 May 2009, and will hold office until the conclusion of the AGM.

On the same date of the change of name, 1 May 2009, Shu Lun Pan Hong Kong CPA Limited merged their business with BDO McCabe Lo Limited, and the merged firm was renamed to BDO Limited. The Board considers that it is in the best interests of the Company and the Shareholders as a whole if the auditors are able to continue to serve the Company under the more internationally renowned name of BDO Limited and has therefore recommended the Shareholders to vote in favour of the resolution to be proposed at the AGM to appoint BDO Limited as the new auditors of the Company to fill the vacancy following the retirement of Shu Lun Pan Horwath Hong Kong CPA Limited (which was renamed to Shu Lun Pan Hong Kong CPA Limited).

Both Shu Lun Pan Horwath Hong Kong CPA Limited (which was renamed to Shu Lun Pan Hong Kong CPA Limited) and BDO McCabe Lo Limited (which was renamed to BDO Limited) have confirmed that there is no matter that needs to be brought to the attention of the Shareholders in connection with their respective retirement and appointment as the auditors of the Company.

### AGM

A notice convening the AGM to be held at Room 3308-3309, The Center, 99 Queen's Road Central, Central, Hong Kong on Monday, 29 June 2009 at 11:00 a.m. is set out on pages 16 to 20 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; the re-election of Directors; and the Change of Auditors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company.

The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (i) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (ii) there are no other matters the omission of which would make any statement in this circular misleading; and
- (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

### RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; the proposed re-election of Directors and the proposed Change of Auditors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Yours faithfully  
For and on behalf of the Board of  
**Ming Kei Energy Holdings Limited**  
**Tsang Ho Ka, Eugene**  
*Chief Executive Officer and Executive Director*

*This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the proposed Repurchase Mandate.*

*This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:*

#### **1. NUMBER OF SHARES WHICH MAY BE REPURCHASED**

Exercise in full of the Repurchase Mandate, on the basis of 2,640,000,000 Shares in issue as at the Latest Practicable Date, would result in 264,000,000 Shares being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

#### **2. REASONS FOR PROPOSED REPURCHASE OF SHARES**

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders.

#### **3. SOURCE OF FUNDS**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands.

#### **4. EFFECT OF EXERCISING THE REPURCHASE MANDATE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2009) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

#### **5. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

## 6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands.

## 7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

As a result, a shareholder, or a group of shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate in full.

As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name of Shareholders	Notes	Number of Shares	Approximate percentage holding
Ming Kei International Holding Co. Limited (the "Ming Kei")	1	339,000,000 (L)	12.84
Mr. Wong Wai Sing	2	501,610,000 (L)	19.00
Lonestar Group Limited (the "Lonestar")	3	260,000,000 (L)	9.85
Mr. Tsang Ho Ka, Eugene	4	273,000,000 (L)	10.34
Ms. Lau Kimberly Siu Yan Kaiulani	5	273,000,000 (L)	10.34

(L) denotes long position

Notes:

- Ming Kei is wholly and beneficially owned by Mr. Wong Wai Sing, an executive Director and a director of Ming Kei.
- Ming Kei is wholly and beneficially owned by Mr. Wong Wai Sing, therefore, Mr. Wong Wai Sing, is deemed to be interested in the 339,000,000 Shares in which Ming Kei is interested.
- Lonestar is wholly and beneficially owned by Mr. Tsang Ho Ka, Eugene, an executive Director and the sole director of Lonestar.

4. Lonestar is wholly and beneficially owned by Mr. Tsang Ho Ka, Eugene, therefore, Mr. Tsang Ho Ka, Eugene is deemed to be interested in the 260,000,000 Shares in which Lonestar is interested.
5. Ms. Lau Kimberly Siu Yan Kaiulani is the spouse of Mr. Tsang Ho Ka, Eugene and accordingly, she is deemed to be interested in the Shares in which Mr. Tsang Ho Ka, Eugene is interested or deemed to be interested.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

Name of Shareholders	Approximate percentage holding
Ming Kei	14.27
Mr. Wong Wai Sing	21.11
Lonestar	10.94
Mr. Tsang Ho Ka, Eugene	11.49
Ms. Lau Kimberly Siu Yan Kaiulani	11.49

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in him/her/it becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholders or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

#### 8. NO PURCHASES OF SHARES BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

#### 9. CONNECTED PERSON

No connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

**10. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2008</b>		
May	0.630	0.510
June	0.620	0.470
July	0.570	0.420
August	0.470	0.235
September	0.500	0.240
October	0.355	0.102
November	0.350	0.135
December	0.300	0.216
<b>2009</b>		
January	0.295	0.207
February	0.249	0.181
March	0.240	0.182
April	0.233	0.181
May (up to the Latest Practicable Date)	0.260	0.191

## APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

### (1) Mr. Wong Wai Sing (“Mr. Wong”)

Mr. Wong, aged 24, an executive Director, the chairman of the Board and the compliance officer of the Company. He is also the chairman and a non-executive director of Argo Enterprise (Holdings) Limited (Stock Code: 8022) which is a company listed on GEM. Mr. Wong holds a Bachelor of Science Degree in International Business from the Canterbury University, London and an International Master of Business Administration from Stratford University, Falls Church, Virginia, the United States of America. He is also an associate member of The Hong Kong Institute of Directors. Mr. Wong has completed a certificate of three-tiers’ integrate coal mine’s safety (三級煤礦安全技術綜合考試) from the Bureau of Xinjiang Coal Mine Safety Supervision, PRC (中國新疆煤礦安全監察局). He has over 2 years of experience in mining, natural resources industry and coal trading experiences.

As at the Latest Practicable Date, Mr. Wong has taken up the management role as the director and the legal representative in several subsidiaries of the Company respectively. Prior to joining the Company, Mr. Wong was a consultant of a Hong Kong based medium size certified public accountants firm.

As at the Latest Practicable Date, Mr. Wong has, in aggregate, deemed interests of 501,610,000 Shares, representing approximately 19.00% of the entire issued share capital of the Company of which (i) 339,000,000 Shares are owned by Ming Kei International Holding Co. Limited, which is wholly and beneficially owned by Mr. Wong; and (ii) 162,610,000 Shares are personally held by Mr. Wong. Save as disclosed, Mr. Wong does not have, and is not deemed to have, any other interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Wong has entered into a letter of appointment with the Company for an initial term of one year commencing on 3 November 2008. His appointment is subject to retirement by rotation and/or re-election in accordance with the Articles. Pursuant to the terms of his letter of appointment, Mr. Wong is entitled to a monthly fee of HK\$60,000 which was determined with reference to his duties and responsibilities with the Company, plus a discretionary year-end bonus to be determined by the Board.

Save as disclosed above, Mr. Wong did not hold any other positions in the Company and its subsidiaries and is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Group or any of their respective associates. Save as disclosed above, Mr. Wong did not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

### (2) Mr. Tsang Ho Ka, Eugene (“Mr. Tsang”)

Mr. Tsang, aged 27, an executive Director, company secretary and authorised representative of the Company and a chief executive officer of the Group. He is a Certified Practising Accountant of the CPA Australia, a Certified Public Accountant of the Hong

Kong Institute of Certified Public Accountants, a member of the Hong Kong Institute of Directors, an associate management accountant of the Institute of Certified Management Accountants, Australia, an associate of the Taxation Institute of Hong Kong and a full member of the Institute of Accountants Exchange. Mr. Tsang holds a bachelor's degree in commerce from the University of New South Wales, Australia and also completed an accounting extension course of Australian Taxation Law and Australian Corporations Law in the University of Sydney, Australia. Mr. Tsang has over 6 years of experience in accounting and financial management and previously worked in an international CPA firm and a company listed in Hong Kong.

Prior to joining this Company, Mr. Tsang was the company secretary and the qualified accountant of Richfield Group Holdings Limited (Stock Code: 8136) which is a company listed on GEM. Mr. Tsang is also an executive director of several non-listed companies.

As at the Latest Practicable Date, Mr. Tsang has, in aggregate, deemed interests of 273,000,000 Shares, representing approximately 10.34% of the entire issued share capital of the Company of which (i) 260,000,000 Shares are owned by Lonestar Group Limited, which is wholly and beneficially owned by Mr. Tsang; and (ii) 13,000,000 Shares are personally held by Mr. Tsang. Save as disclosed, Mr. Tsang does not have, and is not deemed to have, any other interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Tsang has entered into a letter of appointment with the Company for an initial term of one year commencing on 26 August 2008. His appointment is subject to retirement by rotation and/or re-election in accordance with the Articles. Pursuant to the terms of his letter of appointment, Mr. Tsang is entitled to a monthly fee of HK\$10,000 which was determined with reference to his duties and responsibilities with the Company, plus a discretionary year-end bonus to be determined by the Board.

Save as disclosed above, Mr. Tsang did not hold any other positions in the Company and its subsidiaries and is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Group or any of their respective associates. Mr. Tsang did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

**(3) Mr. Luk Yue Kan ("Mr. Luk")**

Mr. Luk, aged 33, an executive Director of the Company and the general manager and chief financial officer of the Group who is in charge of the finance and accounting function of the Group. Mr. Luk has also taken up the management role as a director in a subsidiary of the Company. Mr. Luk holds a bachelor's degree in accountancy from the Hong Kong Polytechnic University. He is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Luk is a professional accountant with extensive experience in management, team building, accounting, auditing and finance. Mr. Luk joined the Group in December 2007 as the Group's chief financial officer. Prior to joining the Company, he was a senior manager at an international CPA firm.



## APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Luk is interested in 60,000 Shares (representing approximately 0.0023% of the issued share capital of the Company) and 20,000,000 share options of the Company entitled to him, after exercise of the said share options, to 20,000,000 Shares. Save as disclosed, Mr. Luk does not have, and is not deemed to have, any other interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Luk has entered into a letter of appointment with the Company with an initial term of one year commencing on 31 December 2008. His appointment is subject to retirement by rotation and/or re-election in accordance with the Articles. Pursuant to the terms of his letter of appointment, Mr. Luk is entitled to a monthly fee of HK\$10,000 which was determined by the Board with reference to his duties and responsibilities with the Company, plus a discretionary year-end bonus to be determined by the Board.

Save as disclosed above, Mr. Luk did not hold any other positions in the Company and its subsidiaries and is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Group or any of their respective associates. Mr. Luk did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

#### **(4) Mr. Sung Wai Tak, Herman ("Mr. Sung")**

Mr. Sung, aged 51, an independent non-executive Director who is a solicitor of the High Court of Hong Kong and the Supreme Court of the New South Wales in Australia. Mr. Sung holds a bachelor's degree of art from The Chinese University of Hong Kong, a bachelor's degree of laws from The University of London and holds a master of laws from The University of Sydney. Mr. Sung has extensive experiences in the legal area both in Hong Kong and Australia respectively and he is currently a solicitor practising in Hong Kong and his practice has been focused on commercial related matters. Mr. Sung is currently an independent non-executive director of Argos Enterprise (Holdings) Limited (Stock Code: 8022), a company listed on GEM.

Mr. Sung has entered into a letter of appointment with the Company for an initial term of one year commencing on 7 March 2008. His emolument in connection with his position as an independent non-executive Director is HK\$5,000 per month plus a discretionary year-end bonus to be determined by the Board from time to time. Mr. Sung is subject to retirement by rotation and/or re-election in accordance with the Articles.

Save as disclosed above, Mr. Sung did not hold any other positions in the Company and its subsidiaries and is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Group or any of their respective associates. Save as disclosed, Mr. Sung did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

**(5) Mr. Fung Ho Yin (“Mr. Fung”)**

Mr. Fung, aged 35, an independent non-executive Director who is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, an associate of the Hong Kong Institute of Chartered Secretaries and an associate of the Institute of Chartered Secretaries & Administrators. Mr. Fung holds a bachelor’s degree of arts (honour) in accountancy from the Hong Kong Polytechnic University. Mr. Fung has over 10 years of experience in auditing and tax advisory in Hong Kong. Mr. Fung is currently an audit manager of a Hong Kong based medium size certified public accountants firm.

Mr. Fung has entered into a letter of appointment with the Company for an initial term of one year commencing on 30 May 2008. His emolument in connection with his position as an independent non-executive Director is HK\$5,000 per month plus a discretionary year-end bonus to be determined by the Board from time to time. Mr. Fung is subject to retirement by rotation and/or re-election in accordance with the Articles.

Save as disclosed above, Mr. Fung did not hold any other positions in the Company and its subsidiaries and is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Group or any of their respective associates. Mr. Fung did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

There is no information relating to Mr. Wong Wai Sing, Mr. Tsang Ho Ka Eugene, Mr. Luk Yue Kan, Mr. Sung Wai Tak Herman and Mr. Fung Ho Yin that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

## NOTICE OF AGM



# Ming Kei Energy Holdings Limited 明基能源控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8239)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Ming Kei Energy Holdings Limited (the “Company”) will be held at Room 3308-3309, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 29 June 2009 at 11:00 a.m., to transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 March 2009;
2.
  - (a) to re-elect Mr. Wong Wai Sing as executive Director;
  - (b) to re-elect Mr. Tsang Ho Ka, Eugene as executive Director;
  - (c) to re-elect Mr. Luk Yue Kan as executive Director;
  - (d) to re-elect Mr. Sung Wai Tak, Herman as independent non-executive Director;
  - (e) to re-elect Mr. Fung Ho Yin as independent non-executive Director;
  - (f) to authorise the board of Directors to fix the Directors’ remuneration;

and, as special business, consider and, if thought fit, pass the following resolutions as ordinary resolutions:

3. “THAT BDO Limited be and is hereby appointed as the auditors of the Company and its subsidiaries to fill the vacancy following the retirement of Shu Lun Pan Horwath Hong Kong CPA Limited (which was renamed to Shu Lun Pan Hong Kong CPA Limited) and to hold office until the conclusion of the next annual general meeting of the Company and the board of Directors be authorised to fix their remuneration.”

\* For identification purpose only

## NOTICE OF AGM

### 4. “THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

## NOTICE OF AGM

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal

## NOTICE OF AGM

amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any other applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

Yours faithfully

For and on behalf of the Board of

**Ming Kei Energy Holdings Limited**

**Tsang Ho Ka, Eugene**

*Chief Executive Officer and Executive Director*

Hong Kong, 29 May 2009

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KYI-1111

Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

Room 3308-09

The Center

99 Queen’s Road Central

Central

Hong Kong

## NOTICE OF AGM

*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.
3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
4. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.